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LISTING STATEMENT NO. 2385.

LISTED AUGUST 7, 1969.
74,484,400 Shares of Capital Stock of \$12.50 par value each, of which 1,410,916 shares are subject to issuance.
Stock Symbol "SN".
Dial Quotation No. 2285.
Post Section 11.

file

THE TORONTO STOCK EXCHANGE

LISTING STATEMENT

STANDARD OIL COMPANY

Incorporated under the Laws of the State of Indiana,
United States of America on June 18, 1889

CAPITALIZATION AS AT MAY 31, 1969

SHARE CAPITAL	AUTHORIZED	ISSUED AND OUTSTANDING	TO BE LISTED
Capital Stock	100,000,000	70,976,552	74,484,400 (1)
	(of \$12.50 par value per share)		

(1) Includes 2,096,931 shares previously issued, but repurchased by the Company and now held in its treasury and 666,666 shares reserved for issue upon conversion on and after January 1, 1970 of 50,000,000 principal amount of 5½% convertible guaranteed debentures due 1984 of Amoco International Finance Corporation, a wholly-owned subsidiary of the Company and 744,250 shares authorized for issue pursuant to the Company's employees savings plan.

FUNDED DEBT

2.90% Promissory Notes due April 1, 1979 (prepayments of \$3,334,000 annually on April 1, 1970-1978)	\$ 33,330,000
3% Promissory Notes due June 1, 1979 (prepayments of \$650,000 annually on December 1, 1969-1978)	16,750,000
3% Debentures due September 1, 1979, exclusive of \$886,000 principal amount repurchased and held by trustee (sinking fund payments of \$800,000 annually on March 1, 1970-1979)	20,114,000
4½% Debentures due October 1, 1983, exclusive of \$9,547,000 principal amount repurchased and held by trustee (sinking fund payments of \$6,500,000 annually on October 1, 1969-1982)	157,953,000
6% Debentures due September 15, 1991 (sinking fund payments of \$6,125,000 annually on September 15, 1971-1990)	175,000,000
6% Debentures due 1998 (sinking fund payments of \$7,000,000 annually on January 15, 1979-1997)	200,000,000
Other indebtedness	5,753,000
Total	\$608,900,000

July 18, 1969

1. APPLICATION

STANDARD OIL COMPANY (hereinafter called the "Company"), hereby makes application for the listing on The Toronto Stock Exchange of 74,484,400 shares of its Capital Stock, par value \$12.50 per share, of which 73,073,484 shares, including 2,096,931 shares held in the Company's treasury, have been issued and are fully paid and non-assessable and 70,976,552 shares were outstanding at May 31, 1969. Of the remaining 1,410,916 shares included in this application, 666,666 shares have been reserved for issuance, out of the Company's authorized but unissued Capital Stock, upon the conversion of the 5½% Convertible Guaranteed Debentures due 1984 of Amoco International Finance Corporation, a wholly-owned subsidiary, and 744,250 shares have been authorized for issuance pursuant to the Company's employees savings plan.

2. REFERENCE TO ANNUAL REPORT

Reference is hereby made to the attached Annual Report to Shareholders for the fiscal year ended December 31, 1968, which is incorporated herein and made a part hereof and referred to for additional information in connection with this application.

3. HISTORY

Standard Oil Company was incorporated under the laws of the State of Indiana on June 18, 1889, with an authorized capitalization of \$500,000, consisting of 5,000 shares of \$100 par value each. On May 8, 1931, the Company was reorganized to have perpetual existence, with an authorized capitalization of \$500,000,000, consisting of 20,000,000 shares of \$25 par value each. Subsequently, the authorized capitalization was increased to 40,000,000 shares on May 27, 1952, to 50,000,000 shares on May 5, 1955, and to 100,000,000 shares on September 15, 1964. The par value per share was reduced from \$25 to \$12.50 on September 15, 1964.

Prior to December 1, 1911, the Company was a subsidiary of Standard Oil Company (New Jersey), and in compliance with a court decree entered in a suit instituted in 1906 by the United States of America against Standard Oil Company (New Jersey) and others under the Sherman Antitrust Act, the Capital Stock of the Company was distributed to the stockholders of Standard Oil Company (New Jersey) pro rata.

4. NATURE OF BUSINESS

The Company and its consolidated subsidiaries form one of the largest integrated organizations in the petroleum industry, being engaged in exploration for, and development, production, purchasing and transportation of, crude oil and natural gas and in the manufacturing, transportation and marketing of petroleum products, including chemicals.

Summary of Operating Statistics and Sales and Operating Revenues

Operating Statistics	1964	1965	1966	1967	1968
Net production:					
Crude oil and natural gas liquids (thousand barrels per day)					
North America	395	424	443	471	491
Outside North America	10	32	48	77	117
Total	405	456	491	548	608
Natural gas (million cubic feet per day)	2,186	2,374	2,533	2,738	2,833
Crude oil and natural gas liquids processed (thousand barrels per day)	734	777	829	862	925
Refined products sold (thousand barrels per day):					
Gasoline (including natural gasoline)	384	400	435	430	459
Heating oils and diesel fuels	198	210	222	233	252
Residual fuel oil	74	85	81	79	86
Other products	136	145	157	160	180
Total	792	840	895	902	977
Natural gas sold (million cubic feet per day)	2,109	2,245	2,427	2,622	2,727

Sales and Operating Revenues

	1964	1965	1966	1967	1968
			(Thousands of Dollars)		
Refined products	\$2,038,065	\$2,204,720	\$2,404,905	\$2,464,909	\$2,692,509
Crude oil	386,400	373,871	395,217	471,418	477,034
Natural gas	125,205	129,664	135,656	152,791	159,797
Chemicals and fertilizers	110,530	141,140	177,944	232,033	351,861
Other operating revenues	161,869	175,951	193,058	215,137	236,851
Total	\$2,822,069	\$3,025,346	\$3,306,780	\$3,536,288	\$3,918,052

The Company had 47,809 employees at the end of 1968.

5. INCORPORATION AND CHANGES IN CAPITALIZATION

The Company was incorporated under the Laws of the State of Indiana, United States of America, on June 18, 1889, with an authorized Capital Stock of 5,000 shares of the par value of \$100 each.

By amendment filed April 14, 1892, the authorized Capital Stock was increased to 10,000 shares of the par value of \$100 each.

By amendment filed March 14, 1912, the authorized Capital Stock was increased to 300,000 shares of the par value of \$100 each.

By amendment filed March 23, 1917, the authorized Capital Stock was increased to 1,000,000 shares of the par value of \$100 each.

By amendment filed December 14, 1920, the authorized Capital Stock was increased to 4,000,000 shares of the par value of \$25 each.

By amendment filed June 16, 1921, the authorized Capital Stock was increased to 5,600,000 shares of the par value of \$25 each.

By amendment filed December 28, 1922, the authorized Capital Stock was increased to 10,000,000 shares of the par value of \$25 each.

By amendment filed September 13, 1927, the authorized Capital Stock was increased to 15,000,000 shares of the par value of \$25 each.

By amendment filed August 29, 1929, the authorized Capital Stock was increased to 18,000,000 shares of the par value of \$25 each.

By amendment filed March 7, 1930, the authorized Capital Stock was increased to 20,000,000 shares of the par value of \$25 each.

By amendment filed May 28, 1952, the authorized Capital Stock was increased to 40,000,000 shares of the par value of \$25 each.

By amendment filed May 12, 1955, the authorized Capital Stock was increased to 50,000,000 shares of the par value of \$25 each.

By amendment filed September 15, 1964, the authorized Capital Stock was increased to 100,000,000 shares of the par value of \$12.50 each.

6. SHARES ISSUED DURING PAST TEN YEARS

Year	No. of Shares Issued	U.S. Dollars			Purpose of Issue
		Amount Realized Per Share	Total Amount Realized		
1959	625	\$45.47	\$ 28,417		Conversion of debentures
1960	26	45.92	1,194		Conversion of debentures
1961	14,218	45.59	648,214		Conversion of debentures
1962	248,201	45.64	11,327,960		Conversion of debentures
1964	36,536,742	—	—		2 for 1 stock split

7. STOCK PROVISIONS AND VOTING POWERS

The total authorized Capital Stock of the Company presently consists of 100,000,000 shares of Capital Stock, \$12.50 par value. Each holder of Capital Stock is entitled to share ratably in such dividends as may be declared by the Board of Directors of the Company out of funds legally available therefor, is entitled to share ratably in all assets of the Company available for distribution to shareholders on liquidation, dissolution or winding up, and is entitled to one vote per share in the election of directors and on all other matters on which shareholders are entitled to vote; and no shareholder has any pre-emptive right to acquire additional shares of Capital Stock.

8.

DIVIDEND RECORD (1)

Dividends paid by the Company on its Capital Stock for ten preceding years expressed in U.S. dollars are as follows:

Payment Date	Rate Per Share	Amount
March 13, 1959	\$.175	\$12,349,974
June 12, 1959	.175	12,331,148
September 11, 1959	.175	12,324,387
December 18, 1959 (2)	.441	30,953,666
March 11, 1960	.175	12,312,602
June 10, 1960	.175	12,312,785
September 9, 1960	.175	12,291,733
December 16, 1960 (2)	.473	33,305,939
March 18, 1961	.175	12,273,653
June 16, 1961	.175	12,296,172
September 14, 1961	.175	12,300,499
December 27, 1961 (2)	.599	41,903,751
March 21, 1962	.225	15,846,885
June 13, 1962	.225	15,865,368
September 19, 1962	.225	15,886,536
December 10, 1962 (2)	.474	33,229,495
March 10, 1963	.225	15,972,266
June 10, 1963	.225	15,993,712
September 10, 1963	.250	17,779,799
December 10, 1963 (2)	.566	40,122,494
March 10, 1964	.250	17,746,608
June 10, 1964	.250	17,732,657
September 10, 1964	.375	26,633,423
December 10, 1964	.450	31,931,675
March 10, 1965	.375	26,603,287
June 10, 1965	.375	26,556,306
September 10, 1965	.375	26,587,155
December 10, 1965	.425	30,119,276
March 10, 1966	.425	30,027,238
June 10, 1966	.425	29,940,040
September 10, 1966	.425	29,973,338
December 10, 1966	.425	30,022,610
March 10, 1967	.475	33,575,954
June 10, 1967	.475	33,636,487
September 10, 1967	.475	33,671,556
December 10, 1967	.475	33,734,414
March 10, 1968	.525	37,256,034
June 10, 1968	.525	37,262,094
September 10, 1968	.525	37,200,246
December 10, 1968	.525	37,220,018
March 10, 1969	.575	40,799,858
June 10, 1969	.575	40,848,078

(1) Dividend rates per share have been adjusted to reflect the 2 for 1 stock split effective September 15, 1964.

(2) Includes the market value on date of distribution of the Standard Oil Company (New Jersey) stock distributed as a special dividend.

9.

RECORD OF PROPERTIES

NORTH AMERICAN OPERATIONS

Production and Exploration

The Company's production of crude oil and natural gas liquids is currently being obtained principally from the states of Texas, Louisiana, Wyoming, New Mexico, Oklahoma, Kansas and Alaska in the United States and from the province of Alberta in Canada. The Company owns 20,236 net oil and gas wells. The Company also owns or has an interest in 67 natural gasoline and cycling plants, of which it operates 37.

Total acreage of producing leases held in the United States amounts to 2,447,000 net acres. In addition, the Company has 11,696,000 net undeveloped acres under lease in the United States. Net production of crude oil and natural gas liquids in the United States averaged 447,000 barrels per day during 1968 and net natural gas production averaged 2,663 million cubic feet daily. A substantial part of the Company's production is subject to proration under conservation laws. The Company supplements its production by purchase from other producers.

In Canada, the Company has 614,000 net acres of producing leases, 3,967,000 net undeveloped acres and 41,692,000 acres in reservations and permits. Net production of crude oil in Canada averaged 44,000 barrels per day during 1968 and net natural gas production averaged 170 million cubic feet daily.

The Company is actively engaged in exploration for oil and natural gas in various parts of the United States, including the North Slope area of Alaska, and Canada.

Reserves

The Company's estimated net proved reserves in the United States and Canada as of December 31, 1968, were 3,271 million barrels of crude oil and natural gas liquids and 20,464 billion cubic feet of natural gas. The Company estimates that 99% of such net crude oil and natural gas liquids reserves and 94% of such natural gas reserves are developed by present wells. Approximately 96% of its proved reserves of natural gas is committed under long-term sales contracts.

The Company estimates that additions to its net proved reserves of crude oil and natural gas liquids and natural gas have more than replaced withdrawals therefrom during each of the five years ended December 31, 1968.

Recoverable reserves cannot be measured exactly and all estimates are, therefore, subject to revision.

Transportation

The Company operates extensive transportation facilities for both crude oil and refined products.

Its common carrier crude oil pipeline network, consisting of 4,441 miles of gathering lines and 9,250 miles of trunk lines, transports crude oil from most of the principal oil producing areas of the United States east of the Rocky Mountains to refining centers in the Rocky Mountain, midwestern and southern states. A private 2,355 miles products pipeline system interconnects four of the Company's six midwestern refineries and transports refined products to its principal marketing areas in the Midwest. In 1968, shipments through the Company's pipeline system totalled 370 million barrels of crude oil and natural gas liquids and 154 million barrels of refined products. The Company also owns a 13.6% interest in the Colonial Pipeline system, a refined products line, which runs 1,600 miles from near Houston, Texas, northeastward to the New York City area.

In transporting refined products, the Company utilizes approximately 9,500 tank trucks and 3,100 railroad tank cars. It also owns, or operates under long-term charter, lake and ocean-going tankers having an aggregate dead weight tonnage of 126,000 tons.

Refining

The Company owns and operates 12 domestic refineries with an aggregate daily crude running capacity of 959,700 barrels as shown in the following table:

Location of Refinery	Daily Crude Running Capacity (Barrels)
Whiting, Indiana	291,000
Texas City, Texas	241,000
Wood River, Illinois	86,500
Sugar Creek, Missouri	83,000
Mandan, North Dakota	50,000
Yorktown, Virginia	43,600
El Dorado, Arkansas	43,600
Salt Lake City, Utah	37,600
Casper, Wyoming	34,000
Neodesha, Kansas	30,800
Baltimore, Maryland	12,000
Savannah, Georgia	6,600

During 1968, the Company's domestic refineries processed about 854,000 barrels a day of crude and other input stocks.

Marketing

The Company markets petroleum products in all states except Alaska and Hawaii, its principal marketing area being the midwestern states. It supplies a total of about 29,000 retail outlets, including about 13,000 service stations which it owns or leases. Except for a few stations operated by the Company, all of these retail outlets are operated by independent dealers. The Company also owns and operates over 4,900 bulk plants from which service stations and consumer accounts are supplied.

The principal refined products manufactured and marketed by the Company are gasolines, motor oils and greases, jet fuels, diesel fuels, heating oils and kerosene and industrial oils and lubricants. Motor gasolines and fuels, heating oils and motor oils are sold under various brand names and trade names, the principal ones of which include the words AMERICAN, AMOCO, LDO or PERMALUBE and, in the midwestern states, STANDARD. Tires, batteries and accessories are sold primarily under the ATLAS brand name.

The Company also sells large quantities of crude oil, liquefied petroleum gas and natural gas.

Chemicals

The Company produces and markets a variety of chemicals such as aromatic acids used in polyester fibers, films and resins; polystyrene and styrene monomer used in plastics and synthetic rubber; polypropylene resins and fibers used in molded products and carpet backing; fabricated plastic consumer goods; lubricating oil additives; aromatic solvents for the paint industry; a wide range of hydrocarbon resins; anhydrous ammonia; and sulfur. The Company's principal chemical facilities are located at Decatur, Alabama; Hazlehurst, Georgia; Joliet, Illinois; New Castle, Delaware; Texas City, Texas; and Wood River, Illinois.

Research

The research and development activities carried on by the Company cover all phases of its operations and are conducted mainly at two major research centers. At Whiting, Indiana, emphasis is placed on the development of new and improved methods of refining crude oil, the development of new products and the improvement of product performance. Extensive research on chemicals is also carried on at this location. At Tulsa, Oklahoma, research activities are directed toward new and improved methods of finding and producing crude oil and natural gas. At Naperville, Illinois, construction has begun on a new technical center which will be developed over a period of years. Research currently performed at Whiting, Indiana, will be phased out and transferred to the Naperville Technical Center as facilities become available. In 1968, expenditures for research activities totaled approximately \$25 million.

10.

OPERATIONS OUTSIDE NORTH AMERICA

The Company is actively exploring for oil and natural gas in various areas outside North America. To date, discovery wells have been completed in Iran, United Arab Republic, South America, United Kingdom, The Netherlands, Libya, Mozambique and Trinidad. Net crude oil production, excluding that of Argentina, has increased from 3,000 barrels a day in 1962 to 117,000 barrels a day during 1968.

In Iran, gross production from the Darius and Cyrus fields in the Persian Gulf is presently averaging about 103,000 barrels a day. The Company's share in both fields is 50%. The Company has also completed five other wells in the Persian Gulf.

In the Gulf of Suez, United Arab Republic, the El Morgan field, in which the Company holds a 50% working interest, is presently producing 194,000 barrels a day and drilling and development investments are continuing. A discovery well located about nine miles south of the El Morgan field may lead to the establishment of a new field.

As a result of the settlement reached in 1967 with the Argentine government over the dispute arising from the unilateral government annulment in November 1963 of the Company's oil production and development contract, the Company is continuing to operate in Argentina under a modified contract with the state agency. The Company's Argentine production now exceeds 36,000 barrels per day and additional drilling is underway.

Production from other foreign areas totaled 7,000 barrels per day during 1968.

The Company has a 31% interest in two separate major gas fields in the United Kingdom concession area in the North Sea. Agreement has been reached for the sale of this gas to the British Gas Council over a 25-year period. Production facilities have been installed and construction of pipelines and supporting facilities was completed and deliveries commenced in April 1969. In The Netherlands, the Company has drilled five gas wells. Applications for concessions have been filed with The Netherlands government.

For transportation of its oil production, the Company has placed in service two 73,000 and one 77,000-dead-weight-ton tankers. In addition, three 77,000-deadweight-ton tankers are under contract. Currently, the Company has under long-term charter foreign service tankers with a total deadweight tonnage of 1,121,000 tons.

The Company owns and operates a 25,000 barrel a day refinery at Brisbane, Australia, and a 60,000 barrel a day refinery at Cremona, Italy. These refineries processed a total of 71,000 barrels a day in 1968.

Petroleum marketing operations are currently carried on by the Company in Australia, Italy, United Kingdom and West Germany through a total of approximately 2,100 retail outlets.

The Company is part owner of a lubricating oil additives plant located in Belgium and of a plant in Japan which produces polyethylene and polybutene. A wholly-owned chemical plant is under construction at Geel, Belgium, with an annual capacity of 200 million pounds of terephthalic acid and dimethyl terephthalate a year. Construction has commenced on a 600,000 ton per year mixed and high nitrogen fertilizer plant at Madras, India in which the Company now owns a 49% interest. The Company also has a 50% interest in facilities being constructed on Kharg Island in the Persian Gulf to recover 500 tons of sulfur per day and 6,500 barrels of natural gas liquids products per day.

In Europe, South America and Africa royalties ranging from 12½% to 20% are payable on production. Except in Egypt and Mozambique where they are creditable against income taxes, royalties are deductible in computing such taxes. European, South American and African income tax rates generally vary between 40% and 50%.

No royalties are payable in Iran or Argentina whose income tax rates are 50% and 44.11% respectively. However, in Argentina, YPF, a governmental agency, has agreed to pay and bear all income taxes levied against the Company.

11.

SUBSIDIARY COMPANIES

Name (1)	Jurisdiction of Incorporation	Nature of Business	Percentage owned (2) by the Company
American International Oil Company	Delaware	Holding	100%
Amoco Australia Exploration Company	Delaware	Exploration	100% (4)
Amoco Canada Petroleum Company, Ltd.	Dominion of Canada	Exploration, Production and Chemicals	100%
Amoco Europe, Incorporated	Delaware	Miscellaneous	100% (4)
Amoco Ghana Exploration Company	Delaware	Exploration	100% (4)
Amoco Hanseatic Petroleum Company	Delaware	Exploration	100% (4)
Amoco Holding Pty. Limited	Australia	Holding	100%
Amoco Australia Pty. Limited	Australia	Manufacturing and Marketing	100%
Amoco India, Incorporated	Delaware	Holding and Manufacturing	100% (4)
Amoco Japan Exploration Company	Delaware	Exploration	100% (4)
Amoco Mauritania Petroleum Company	Delaware	Exploration	100% (4)
Amoco Netherlands Petroleum Company	Delaware	Exploration	100% (4)
Amoco Norway Oil Company	Delaware	Exploration	100% (4)

SUBSIDIARY COMPANIES (Continued)

Name (1)	Jurisdiction of Incorporation	Nature of Business	Percentage owned (2) by the Company
Amoco Taiwan Petroleum Company	Delaware	Exploration	100% (4)
Amoco Thailand Petroleum Company	Delaware	Exploration	100% (4)
Amoco (U.K.) Exploration Company	Delaware	Holding	100% (4)
Amoco U.K. Petroleum Limited	England	Exploration and Production	100% (6)
Mozambique Pan American Oil Company	Delaware	Exploration and Production	80% (7)
Pan American Argentina Oil Company	Delaware	Exploration and Production	100% (3)
Pan American Colombia Oil Company	Delaware	Exploration and Production	100% (4)
Pan American International Oil Company	Delaware	Holding, Exploration and Production	100% (4)
Pan American Libya Oil Company	Delaware	Exploration and Production	100% (4)
Pan American Trinidad Oil Company	Delaware	Exploration	100% (4)
Pan American UAR Oil Company	Delaware	Holding, Exploration and Production	100% (4)
Pan American Venezuela Oil Company	Delaware	Exploration and Production	100% (4)
American Oil Company (The)	Maryland	Holding, Manufacturing, Marketing, Transportation and Research	100%
American Oil Company (Texas) (The)	Texas	Manufacturing and Marketing	100%
Amoco Chemicals Corporation	Delaware	Holding, Manufacturing, Marketing, and Research	100%
Avisun Corporation	Delaware	Holding, Manufacturing and Marketing	100%
Amoco Finance Corporation	Delaware	Miscellaneous	100%
Amoco International Finance Corporation	Delaware	Holding and Miscellaneous	100% (8)
Amoco International Limited	Bermuda	Holding and Miscellaneous	100%
N.V. Amoco Chemicals Belgium S.A.	Belgium	Manufacturing	100% (9)
Amoco International S.A.	Switzerland	Holding	100%
Amoco Italia S.p.A.	Italy	Holding, Manufacturing, Marketing, and Transportation	100%
Amoco Trading International Limited	Bermuda	Marketing	100% (5)
Amoco (U.K.) Limited	England	Holding, Manufacturing, and Marketing	100% (5)
Rheinische Mineraloel-GmbH	Germany	Marketing	100% (5)
Amoco Oil Holdings S.A.	Luxembourg	Miscellaneous	100%
Imperial Casualty and Indemnity Company	Nebraska	Insurance	100% (3)
Midwest Oil Corporation	Nevada	Holding, Exploration, Production, Manufacturing, and Marketing	52.68%
Pan American Petroleum Corporation	Delaware	Holding, Exploration, Production, Manufacturing, Marketing, Research and Mining	100%
Pan American Gas Company	Delaware	Manufacturing, Marketing and Transportation	100%
Service Pipe Line Company	Maine	Transportation	100%

(1) Seventy-nine (79) subsidiaries are not named in this application. Such subsidiaries, considered in the aggregate as a single subsidiary, do not constitute a significant subsidiary.

(2) With respect to certain companies, qualifying shares in names of directors are included in these percentages.

(3) Excluded from consolidated financial statements. Separate financial statements of the subsidiaries not consolidated have been omitted because considered in the aggregate as a single subsidiary, they do not constitute a significant subsidiary.

(4) The stock of these companies in each instance, is owned 90% by American International Oil Company, 5% by Amoco Finance Corporation, and 5% by Amoco International Finance Corporation.

(5) The stock of these companies owned 95% by Amoco International S.A. and 5% by Amoco International Limited.

(6) The stock of this company is owned 95% by Amoco (U.K.) Exploration Company and 5% by American International Oil Company.

(7) The stock of this company is owned 67.5% by American International Oil Company, 6.25% by Amoco Finance Corporation and 6.25% by Amoco International Finance Corporation.

(8) The stock of this company is owned 80% by Standard Oil Company (Indiana), 10% by American International Oil Company and 10% by Amoco Chemicals Corporation.

(9) The stock of this company is owned 99.5% by Amoco International Limited and 5% by Amoco International S.A.

FUNDED DEBT

A summary of long-term debt, including amounts maturing within one year from May 31, 1969, is set forth below:

Company

2.90% Promissory Notes due April 1, 1979 (prepayments of \$3,334,000 annually on April 1, 1970-1978)	\$ 33,330,000
3% Promissory Notes due June 1, 1979 (prepayments of \$650,000 annually on December 1, 1969-1978)	16,750,000
3% Debentures due September 1, 1979, exclusive of \$886,000 principal amount repurchased and held by trustee (sinking fund payments of \$800,000 annually on March 1, 1970-1979)	20,114,000
4½% Debentures due October 1, 1983, exclusive of \$9,547,000 principal amount repurchased and held by trustee (sinking fund payments of \$6,500,000 annually on October 1, 1969-1982)	157,953,000
6% Debentures due September 15, 1991 (sinking fund payments of \$6,125,000 annually on September 15, 1971-1990)	175,000,000
6% Debentures due 1998 (sinking fund payments of \$7,000,000 annually on January 15, 1979-1997)	200,000,000
Other indebtedness	5,753,000
Total Company	\$608,900,000

Subsidiaries

Avisun Corporation 6% Promissory Notes due January 3, 1971 (prepayments of \$5,777,000 on January 3, 1970)	\$ 6,766,000
Avisun Corporation Promissory Notes due October 27, 1971 (total amount, which includes interest, is payable upon maturity)	22,000,000
Amoco Chemicals Corporation 6% Promissory Notes due January 3, 1976 (prepayments of \$4,142,000, \$5,688,000 and \$8,426,000 on January 3, 1971, January 3, 1972 and January 3, 1973-75, respectively)	43,534,000
Amoco Chemicals Corporation 4.571% Promissory Notes due January 1, 1981 (prepayments of \$1,267,000 annually on January 1, 1970-1976 and \$1,266,000 annually on January 1, 1977-1980)	15,199,000
Service Pipe Line Company Thirty Year 3.20% Sinking Fund Debentures, due April 1, 1982, exclusive of \$24,165,000 principal amount repurchased and held in treasury (sinking fund payments of \$3,400,000 annually on and after October 1, 1969)	25,035,000
Amoco International Finance Corporation Fifteen Year 5½% Guaranteed Bonds due August 31, 1982 (payable in ten equal annual installments on August 31, 1973-1982)	11,516,000
Amoco International Finance Corporation 6¾% Guaranteed Debentures due 1983, exclusive of \$800,000 principal amount repurchased and held by trustee (sinking fund payments of \$1,000,000 annually on January 4, 1970-1971, \$1,500,000 annually on January 4, 1972-1975 and \$2,000,000 annually on January 4, 1976-1982)	23,200,000
Amoco International Finance Corporation 5½% Convertible Guaranteed Debentures due 1984	50,000,000
Amoco Oil Holdings S.A. 5¾% Guaranteed bonds Series A due 1985 exclusive of \$1,400,000 principal amount repurchased and held by trustee (sinking fund payments of \$1,470,000 annually on October 1, 1969-1984)	23,600,000
Interhemisphere Transport Company 5½% Promissory Notes due June 1, 1988 (prepayments of amounts varying from \$196,000 to \$566,000 semi-annually on June 1, and December 1, 1969-1987)	13,602,000
Other indebtedness	23,601,000
Total	\$866,953,000

INCENTIVE STOCK OPTION PLANS

Under incentive stock option plans adopted in 1953, 1958, 1963 and 1968, key executives have been granted options to purchase shares of the Company's stock. All options granted under the original stock option plan have been granted and exercised or cancelled. Options granted under the second plan adopted in 1958 are intended to qualify as "restricted stock options" under Section 424 of the Internal Revenue Code of the United States of America, and, options granted subsequent to January 1, 1964, under an amended second incentive stock option plan adopted in 1963 and under a third plan adopted in 1968 are designed to be "qualified stock options" under Section 422 of the Internal Revenue Code. As of March 31, 1969, outstanding options granted under all plans were held by 257 key executives of Standard and certain of its subsidiaries.

Under the plan adopted in 1958, options were granted to purchase the Company's capital stock at a price of not less than 95% of the fair market value on the date the options were granted and the options expire not later than ten years from the date granted or earlier in the case of termination of employment. The amended second plan adopted in 1963 and the third plan adopted in 1968 differ from the earlier plans in that the option price must be not less than 100% of the fair market value on the date of grant and the options must be exercised within five years. With respect to employment, under the amended second plan and the third plan, an executive must have completed two years of continuous service from the date the option was granted before it may be exercised. In the case of the plan adopted in 1958, the executive must complete at least eighteen months of continuous service from the date the option was granted. All plans provide that in event of a stock dividend or split-up, appropriate adjustments may be made in the options granted.

On March 31, 1969, there were outstanding options granted under the second plan to purchase 44,195 shares of the Company's capital stock at an average price of \$25.21 per share, outstanding options granted under the amended second plan to purchase 457,995 shares at an average price of \$45.52 per share and outstanding options granted under the third plan to purchase 18,010 shares at an average price of \$57.35. The options granted under the second plan expire over the period from August 18, 1969 through March 1, 1973, those under the amended second plan over the period from June 17, 1969 through March 18, 1974, and those under the third plan over the period from August 21, 1973 through March 18, 1974.

14. LISTING ON OTHER STOCK EXCHANGES

The Capital Stock of the Company is listed on the New York Stock Exchange, Midwest Stock Exchange and Pacific Coast Stock Exchange.

15. STATUS UNDER SECURITIES ACTS

The Company has never made any filings with or obtained registration, approval or qualification by The Ontario Securities Commission or any corresponding governmental body or authority in Canada. The Capital Stock of the Company is registered under the United States Securities Exchange Act of 1934. In addition, shares of Capital Stock issuable upon the exercise of options granted under the Company's incentive stock option plans, as well as shares of Capital Stock purchased by the Trustee under the Company's employees savings plan, are currently registered under the United States Securities Act of 1933.

16. FISCAL YEAR

The fiscal year for the Company is the calendar year.

17. ANNUAL MEETING

The By-Laws of the Company provide that the annual meeting of the Company shall be held on the first Thursday in May of each year in Lake County, Indiana. The most recent meeting was held on May 1, 1969 at the Whiting Community Center, Whiting, Indiana.

18. HEAD AND OTHER OFFICES

The head office is located at 910 South Michigan Avenue, Chicago, Illinois 60680. The Company has no other offices.

19. TRANSFER AGENTS

The Transfer Agents of the Company are:

The Chase Manhattan Bank N.A., One Chase Manhattan Plaza, New York, New York 10015.

The First National Bank of Chicago, One First National Plaza, Chicago, Illinois 60670.

National Trust Company, Limited, 21 King Street East, Toronto, Canada.

Share certificates are mutually interchangeable.

20. TRANSFER FEE

No fee is charged on stock transfers other than the customary stock transfer taxes.

21. REGISTRARS

The Company's Registrars are:

First National City Bank, 55 Wall Street, New York, New York 10015.

Continental Illinois National Bank and Trust Company of Chicago, 231 South La Salle Street, Chicago, Illinois 60690.

The Royal Trust Company, 119 Adelaide Street West, Toronto, Canada.

20. AUDITORS

The auditors of the Company are Price, Waterhouse & Co., Certified Public Accountants, Prudential Plaza, Chicago, Illinois 60601.

23. OFFICERS AND DIRECTORS

Name	Address	Office Held	Principal Occupation during Past Five Years
Jacob Blaustein	The Blaustein Building 1 North Charles Baltimore, Md. 21203	Director	President, American Trading and Production Corporation
John S. Bugas	16025 Northland Southfield, Mich. 48075	Director	Vice President Ford International Group — Ford Motor Company (1946-1968), retired business executive since 1968
George R. Cain	Abbott Laboratories Abbott Park North Chicago, Ill. 60064	Director	Chairman of the Board of Abbott Laboratories since 1962
Herschel H. Cudd	130 E. Randolph Drive Chicago, Ill. 60601	Director	Vice President since 1967; President, Amoco Chemicals Corporation since 1963
Richard J. Farrell	910 South Michigan Ave. Chicago, Ill. 60680	Director	Vice President since 1965; General Counsel
Robert C. Gunness	910 South Michigan Ave. Chicago, Ill. 60680	Director	Executive Vice President from 1956 to 1964; President since 1965
Logan T. Johnston	Armco Steel Corporation Middletown, Ohio	Director	President, Armco Steel Corporation 1960-1965; Chairman of the Board since 1965

OFFICERS AND DIRECTORS (Continued)

Lawrence A. Kimpton	910 South Michigan Ave. Chicago, Ill. 60680	Director	Vice President, 1963-1968; presently Assistant to Chairman of the Board
Homer J. Livingston	One First National Plaza Chicago, Ill.	Director	Chairman of the Board, First National Bank of Chicago 1960-1969; presently Chairman of the Bank's Executive Com- mittee
L. Chester May	910 South Michigan Ave. Chicago, Ill. 60680	Director	Vice President, Finance
Richard M. McGowen	910 South Michigan Ave. Chicago, Ill. 60680	Officer	Comptroller
L. William Moore	910 South Michigan Ave. Chicago, Ill. 60680	Director	President, The American Oil Company
George V. Myers	910 South Michigan Ave. Chicago, Ill. 60680	Director	Executive Vice President
Frank C. Osment	500 North Michigan Ave. Chicago, Ill. 60611	Director	President, American International Oil Company since 1967; Vice President, Standard 1965-1967
F. Cushing Smith	910 South Michigan Ave. Chicago, Ill. 60680	Officer	Vice President, Standard since 1967, Executive Vice President, The American Oil Company 1961-1967
John T. Snyder, Jr.	910 South Michigan Ave. Chicago, Ill. 60680	Officer	Treasurer
John E. Swearingen	910 South Michigan Ave. Chicago, Ill. 60680	Director	Chairman of the Board
Jack M. Tharpe	910 South Michigan Ave. Chicago, Ill. 60680	Officer	General Manager, Employee and Public Relations 1965-69; presently Vice Presi- dent
Robert D. Thompson	910 South Michigan Ave. Chicago, Ill. 60680	Officer	Assistant Secretary 1965-69; presently Secretary
Joseph S. Wright	1900 North Austin Ave. Chicago, Ill.	Director	President, Zenith Radio Corporation 1964- 68; presently Chairman of the Board of Zenith
F. Randolph Yost	Pan American Building 519 South Boston Ave. Tulsa, Oklahoma 74102	Director	President, Pan American Petroleum Cor- poration

CERTIFICATE

Pursuant to a resolution duly passed by its Board of Directors, the applicant Company hereby applies for listing the above-mentioned securities on The Toronto Stock Exchange and the undersigned officers hereby certify that the statements and representations made in this application and the documents submitted in support thereof are true and correct.

STANDARD OIL COMPANY (INDIANA)

By "L. C. MAY,"
Vice President, Finance

By "ROBERT D. THOMPSON",
Secretary

DISTRIBUTION OF CAPITAL STOCK AS OF DECEMBER 31, 1968

Number	Holder	of	1	—	24	share	lots	Shares
40,816								491,365
51,165	"	"	25	—	99	"	"	2,613,929
34,138	"	"	100	—	199	"	"	4,006,110
22,346	"	"	200	—	299	"	"	4,754,463
4,911	"	"	300	—	399	"	"	1,586,790
7,914	"	"	400	—	499	"	"	3,259,468
6,664	"	"	500	—	999	"	"	4,432,275
5,320	"	"	1000	—	up	"	"	49,749,619
173,274	Shareholders						Total shares	70,894,019

UNAUDITED
FINANCIAL STATEMENTS

STANDARD OIL COMPANY (INDIANA) AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEET

Expressed in U.S. Dollars

ASSETS

	(Thousands of Dollars) March 31, 1968	March 31, 1969
CURRENT ASSETS:		
Cash	\$ 95,824	\$ 86,160
U.S. Government and other marketable securities—at cost, which approximates market	300,743	122,105
Accounts and notes receivable—less reserve of \$15,200,000 at 3/31/68 and \$19,119,000 at 3/31/69	626,269	685,238
Inventories		
Crude oil and products—at cost (mainly LIFO), below market	274,873	284,409
Materials and supplies—at or below cost	49,002	54,260
Prepaid expenses and income taxes	22,589	46,105
Total current assets	\$1,369,300	\$1,278,277
INVESTMENTS AND SUNDRY ASSETS:		
Listed securities—at cost	14,860	14,860
Investments held for operating purposes—at cost	84,773	91,347
Long-term receivables and sundry assets	132,413	135,215
Total investments and sundry assets	232,046	241,422
PROPERTIES—at cost, less reserves for depreciation, depletion and amortization	\$2,949,611	\$3,244,509
	\$4,550,957	\$4,764,208

LIABILITIES AND SHAREHOLDERS' OWNERSHIP

LIABILITIES PAYABLE WITHIN ONE YEAR:		
Current installments of long-term debt	\$ 19,601	\$ 16,507
Accounts payable	402,042	469,270
Taxes payable—including income taxes	125,805	132,482
Total liabilities payable within one year	547,448	618,259
LONG-TERM DEBT	826,022	803,396
DEFERRED INCOME TAXES	175,073	179,087
Total liabilities	\$1,548,543	\$1,600,742
MINORITY INTEREST IN SUBSIDIARY COMPANIES	37,416	37,776
SHAREHOLDERS' OWNERSHIP		
Capital Stock—73,073,483 shares issued (100,000,000 shares authorized)		
Par value at \$12.50 per share	913,418	913,418
Capital in excess of par value	72,443	73,112
Earnings retained and invested in the business	2,065,653	2,225,332
	\$3,051,514	\$3,211,862
Less—2,302,316 shares at 3/31/68 and 2,234,152 shares at 3/31/69 of Capital Stock held in treasury—at cost	86,516	86,172
Total shareholders' ownership	2,964,998	3,125,690
CONTINGENT LIABILITIES AND COMMITMENTS	\$4,550,957	\$4,764,208

STANDARD OIL COMPANY (INDIANA) AND SUBSIDIARIES

CONSOLIDATED STATEMENT OF INCOME

FOR FIVE YEARS ENDED DECEMBER 31, 1968

Expressed in U.S. Dollars

	YEARS ENDED DECEMBER 31 (1)				
	1964	1965	1966	1967	1968
	(Thousands of Dollars)				
Revenues:					
Sales and other operating revenues (including excise taxes)	\$2,822,069	\$3,025,346	\$3,306,780	\$3,536,288	\$3,918,052
Dividends, interest, and other income	32,770	37,579	44,438	50,345	75,610
Total Revenues	2,854,839	3,062,925	3,351,218	3,586,633	3,993,662
Deductions:					
Purchased crude oil, petroleum products, merchandise, and operating expenses	1,329,754	1,358,499	1,471,998	1,591,039	1,778,615
Exploration expenses, including dry hole costs	127,177	119,445	145,531	135,437	148,896
Selling and administrative expenses	359,514	395,711	438,313	480,609	528,168
Depreciation, depletion, amortization and retirements and abandonments	215,195	233,158	252,744	257,173	279,541
Interest expense	15,572	16,047	19,284	29,072	44,643
Excise taxes	504,508	553,358	598,249	618,196	704,334
State, local and miscellaneous taxes, other than taxes on income	77,547	81,079	88,622	95,520	103,570
Federal taxes on income—current	8,486	39,578	37,824	74,021	74,678
Federal taxes on income—deferred	21,601	37,190	28,498	8,146	7,689
Foreign and other taxes on income	1,480	4,248	6,848	10,576	10,892
Income applicable to minority interests	3,736	5129	5,389	5,979	3,142
Total deductions	2,664,570	2,843,442	3,093,300	3,305,768	3,684,168
Net earnings	\$ 190,269	\$ 219,483	\$ 257,918	\$ 280,865	\$ 309,494
Average number of shares of Capital Stock Outstanding (2)	70,907,000	70,811,000	70,514,000	70,830,000	70,843,000
Net earnings per share of Capital Stock (based on average number of shares outstanding) (2)	\$2.68	\$3.10	\$3.66	\$3.97	\$4.37
Cash dividends per share of Capital Stock (2)	\$1.325	\$1.55	\$1.70	\$1.90	\$2.10

(1) Data for the years 1964-1967 have been restated to reflect retroactively the adoption on January 1, 1968, of (i) the equity method of accounting for an insurance subsidiary and (ii) the practice of amortizing the costs of non-producing leases in North America, and to report as deferred income tax certain amounts previously included in depreciation.

(2) Adjusted for stock split in September 1964 of two shares for one share.